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9:51 AM

**SURFACE TRANSPORTATION BOARD**



December 28, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 30, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BUNGE NORTH AMERICA, INC.**  
11720 Borman Drive, St. Louis, MO 63146-1000

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BUNGE NORTH AMERICA, INC.**, covering 200 hopper cars with reporting marks and numbers – CEFX 15009– GRPX 944599, NOT INCLUSIVE.

Please file this memorandum **FIRST** as a **SECONDARY** document to Recordation #23720 dated 10/24/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
Research/Development Coordinator

Enclosure

JAN 03 '02

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## MEMORANDUM OF RAILCAR LEASE

## SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30<sup>th</sup> day of October 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 26, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 24, 2001 and given Recordation Number 23720.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.  
(formerly known as Bunge Corporation)

By: Darrell R. Wallace  
Name: Darrell R. Wallace  
Title: Vice President Transportation

# SCHEDULE A

Quantity  
200

Equipment Description  
4750 c.f. covered hopper  
cars with gravity gates and hatches.

Car Marks and Numbers

1	CEFX	15009	51	CEFX	17112
2	CEFX	15020	52	CEFX	17113
3	CEFX	15037	53	CEFX	17117
4	CEFX	15038	54	CEFX	17121
5	CEFX	15039	55	CEFX	17122
6	CEFX	15049	56	CEFX	17123
7	CEFX	15063	57	CEFX	17125
8	CEFX	15078	58	CEFX	17127
9	CEFX	15101	59	CEFX	17128
10	CEFX	15142	60	CEFX	17129
11	CEFX	15204	61	CEFX	17130
12	CEFX	15251	62	CEFX	17132
13	CEFX	15254	63	CEFX	17134
14	CEFX	15257	64	CEFX	17141
15	CEFX	15260	65	CEFX	17143
16	CEFX	15268	66	CEFX	17146
17	CEFX	15296	67	CEFX	17148
18	CEFX	15298	68	CEFX	17149
19	CEFX	15317	69	CEFX	17150
20	CEFX	15328	70	CEFX	17152
21	CEFX	15348	71	CEFX	17155
22	CEFX	15365	72	CEFX	17157
23	CEFX	15433	73	CEFX	17162
24	CEFX	15462	74	CEFX	17167
25	CEFX	15655	75	CEFX	17168
26	CEFX	15657	76	CEFX	17170
27	CEFX	15658	77	CEFX	17173
28	CEFX	15678	78	CEFX	17174
29	CEFX	15683	79	CEFX	17176
30	CEFX	15719	80	CEFX	17180
31	CEFX	15731	81	CEFX	17182
32	CEFX	15737	82	CEFX	17183
33	CEFX	15759	83	CEFX	17184
34	CEFX	17064	84	CEFX	17185
35	CEFX	17067	85	CEFX	17186
36	CEFX	17069	86	CEFX	17187
37	CEFX	17072	87	CEFX	17188
38	CEFX	17073	88	CEFX	17192
39	CEFX	17081	89	CEFX	17194
40	CEFX	17084	90	CEFX	17195
41	CEFX	17085	91	CEFX	17201
42	CEFX	17089	92	CEFX	17203
43	CEFX	17096	93	CEFX	17205
44	CEFX	17098	94	CEFX	17206
45	CEFX	17099	95	CEFX	17207
46	CEFX	17101	96	CEFX	17208
47	CEFX	17105	97	CEFX	17209
48	CEFX	17106	98	CEFX	17240
49	CEFX	17108	99	CEFX	17243
50	CEFX	17109	100	CEFX	17268

101	CEFX	17273
102	CEFX	17283
103	CEFX	17288
104	CEFX	17303
105	CEFX	17312
106	CEFX	17320
107	CEFX	17337
108	CEFX	17349
109	CEFX	17351
110	CEFX	17361
111	CEFX	17366
112	CEFX	17377
113	CEFX	17383
114	CEFX	17388
115	CEFX	17392
116	CEFX	17408
117	CEFX	17423
118	CEFX	17433
119	CEFX	17452
120	CEFX	17453
121	CEFX	17454
122	CEFX	17459
123	CEFX	17465
124	CEFX	17467
125	CEFX	17482
126	CEFX	17493
127	CEFX	17494
128	CEFX	17505
129	CEFX	17511
130	CEFX	17516
131	CEFX	17517
132	CEFX	17522
133	CEFX	17678
134	CEFX	17694
135	CEFX	151759
136	CEFX	151813
137	CEFX	151880
138	CEFX	151881
139	CEFX	151887
140	CEFX	151902
141	CEFX	151915
142	CEFX	151916
143	CEFX	151932
144	CEFX	151935
145	CEFX	151937
146	CEFX	151942
147	CEFX	151965
148	CEFX	151969
149	CEFX	151970
150	CEFX	151976

151	CEFX	152189
152	CEFX	152191
153	CEFX	152194
154	CEFX	152198
155	CEFX	152199
156	CEFX	152202
157	CEFX	152246
158	CEFX	152352
159	CEFX	152728
160	GRPX	944002
161	GRPX	944008
162	GRPX	944030
163	GRPX	944046
164	GRPX	944088
165	GRPX	944092
166	GRPX	944110
167	GRPX	944114
168	GRPX	944218
169	GRPX	944225
170	GRPX	944236
171	GRPX	944276
172	GRPX	944284
173	GRPX	944303
174	GRPX	944314
175	GRPX	944350
176	GRPX	944353
177	GRPX	944383
178	GRPX	944399
179	GRPX	944408
180	GRPX	944422
181	GRPX	944435
182	GRPX	944441
183	GRPX	944445
184	GRPX	944447
185	GRPX	944450
186	GRPX	944484
187	GRPX	944505
188	GRPX	944516
189	GRPX	944523
190	GRPX	944524
191	GRPX	944526
192	GRPX	944529
193	GRPX	944539
194	GRPX	944542
195	GRPX	944553
196	GRPX	944559
197	GRPX	944566
198	GRPX	944576
199	GRPX	944588
200	GRPX	944599